

RATNI INVESTMENTS COMPANY LTD.

ANNUAL REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31ST MARCH, 2012

RATNI INVESTMENTS COMPANY LIMITED

DIRECTORS:

Shri. Avinash M. Khire

Smt. Vidhi D. Ruia

Mr. Vipul Dangi

Mrs. Varsha Dangi

Mr. Gaurav Bahety

BANKERS:

Central Bank of India

AUDITORS:

Jagtiani & Naik (regd.)

Chartered Accountants

REGISTERED OFFICE:

Shop no. 114, 1st Floor, Shagun Arcade Premises, Co-op. Soc. Ltd.,

Gen A. K. Vaidya Marg, Malad (E), Mumbai 400 097

R & T AGENTS

Bigshare Services Pvt. Ltd.

E-2, Ansa Industrial Estate, Saki Vihar Road,

Saki Naka, Andheri (E), Mumbai 400 072

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the shareholders of the Company will be held on Thursday, the 28th June, 2012 at 4.30 p.m. at the registered office of the Company at Shop No. 114, First Floor, Shagun Arcade Premises Co- op. Soc. Ltd., Gen A K Vaidya Marg, Malad (E), Mumbai -400097 to transact the following business:

ORDINARY BUSINESS

- 1 To receive, consider and adopt the Balance Sheet as at March 31, 2012, the Profit and Loss Account for the year ended on that date, Auditors' and Directors' Report thereon.
- 2 To appoint a Director in place of Mr. Avinash M. Khire who retires by rotation and being eligible offers himself for re-appointment.
- 3 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. BALKRISHNA DINKER JADHAV, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as the director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.

4. To appoint M/s. MNRD & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General meeting and to fix their remuneration, in place of M/s. Jagtiani & Naik (Regd.), Chartered Accountants, Mumbai who have expressed their inability to continue as Statutory Auditors of the Company.

SPECIAL BUSINESS**5. Change of Name of the Company**

To consider and if thought fit, to pass with or without modifications, the following, resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provision of Section 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Registrar of Companies, consent of the Members be and is hereby granted for changing the name of the Company from “Ratni Investments Co. Limited” to any desirable name

as the Registrar of Companies may approve and consequently the new name shall appear in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, the board (which term shall be deemed to include any committee which the board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.

RESOLVED FURTHER THAT the for the purpose of giving effect to this resolution, Ms. Vidhi Darsh Ruia, and Mr. Avinash Khire, Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the formalities for change of name of the Company as aforesaid or any other matter incidental or consequential thereto.”

6. Increase In Authorised Share Capital

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the Authorised Share Capital of the Company be increased from existing 1,00,00,000/- (Rupees one Crores only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten only) to Rs. 2,20,00,000 (Rupees Two Crores Twenty Lacs only) divided into 22,00,000 (Twenty Two Lacs) Equity Shares of Rs.10/- (Rupees Ten only) by creation of 12,00,000 Equity shares of Rs. 10 each subject to condition that unless otherwise determined at the time of issue of new shares, they shall rank pari passu in all respects with the existing Equity Shares of the Company.”

7. Alteration of Memorandum of Association of the Company with respect to Increase in Authorised Share Capital

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 16 of the Companies Act, 1956, the existing Clause No. V of the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause V:

V The Authorized Share Capital of the Company shall consist of Rs. 2,20,00,000/- [Rupees Two Crores Twenty Lacs only] divided into 22,00,000 [Twenty Two Lacs only]

Equity Shares of Rs.10/- [Rupees Ten only] each with rights and conditions attaching thereto as are provided by the Articles of Association of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights or conditions as may be determined by or in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights or conditions in such manner as may for the time being

be and with power to increase capital of the company, by issue of new/further shares (equity and or preference) of such amount as the shareholders shall think expedient with power also to reduce the capital and the power to consolidate and divide the capital into larger or smaller amounts than its existing shares and to convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denomination..”

8. Alteration of Articles of Association of the company with respect to Increase InAuthorised Share Capital

To consider, and if thought fit, to pass, with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956, other applicable provisions of the Companies Act, 1956, Articles of Association be and is hereby altered in the manner following:

Existing clause 7 & 8 i.e. Capital Clause of the Articles of Association of the company be altered, by replacing the present clause by the following new clause 7 and deleting the clause 8.

7. The Authorized Share Capital of the company shall consist of Rs. 2,20,00,000/- [Rupees Two Crores Twenty Lacs only] divided into 22,00,000 [Twenty Two Lacs only] Equity Shares of Rs.10/- [Rupees Ten only] each with rights and conditions attaching thereto as are provided by the Articles of Association of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights or conditions in such manner as may for the time being be and with power to increase capital of the company, by issue of new/further shares (equity and or preference) of such amount as the shareholders shall think expedient with power also to reduce the capital and the power to consolidate and divide the capital into larger or

smaller amounts than its existing shares and to convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denomination..”

9. Issue of Equity shares on preferential basis by the Company

To consider, and if thought fit, to pass, with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of section 81, 81(1A) and other applicable provisions if any of the Companies act, 1956 and in accordance with the existing guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents, permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretarial of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of association of the Company and the listing agreements entered into by the Company with the stock exchange where the shares of the company are listed and subject to such terms and conditions as may be determined by the Board of Directors of the Company (herein after referred to as “The Board” which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the Company be and is hereby accorded to Board and the Board be and is hereby authorised to offer, issue and allot on preferential basis, up to 10,00,000 (Ten Lakhs only) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 80/- (Rupees Eighty Only) per share aggregating to Rs. 9,00,00,000 /- (Rupees Nine Crores Only), to persons belonging to non-promoter category as mentioned below, being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations”) on a Preferential basis:

| Sr. No | Name of the proposed Allottes | Address of the Proposed Allottes | No of equity shares to be allotted | Category | Allottee is : QIB/MF/FI /Trust/ Banks |
|--------|-------------------------------|---|------------------------------------|----------|--|
| 1 | ARUN BAKSHI | 166, MOHYAL COLONY, JHARSA, GURGAON | 20,000 | Public | No |
| 2 | SUNIL ANEJA | 302, III FLOOR, 5 PUSA ROAD, KAROL BAGH, NEW DELHI - 110005 | 24,000 | Public | No |

| Sr. No | Name of the proposed Allottes | Address of the Proposed Allottes | No of equity shares to be allotted | Category | Allottee is : QIB/MF/FI /Trust/ Banks |
|---------------|--------------------------------------|--|---|-----------------|--|
| 3 | DAGA TRADING CO. PVT. LTD. | Y-162, LOHA MANDI, NARAINA, NEW DELHI - 110028 | 20,000 | Public | No |
| 4 | DRAKE PROPERTIES PVT. LTD. | Y-162, LOHA MANDI, NARAINA, NEW DELHI - 110028 | 12,000 | Public | No |
| 5 | KRISHAN KUMAR DAGA | A-2, SOAMI NAGAR, NEW DELHI - 110017 | 10,000 | Public | No |
| 6 | KRISHNA DAGA | A-2, SOAMI NAGAR, NEW DELHI - 110017 | 10,000 | Public | No |
| 7 | RAMESH KUMAR DAGA | A-2, SOAMI NAGAR, NEW DELHI - 110017 | 10,000 | Public | No |
| 8 | LAXMI DAGA | A-2, SOAMI NAGAR, NEW DELHI - 110017 | 10,000 | Public | No |
| 9 | SANJAY DAGA | A-2, SOAMI NAGAR, NEW DELHI - 110017 | 10,000 | Public | No |
| 10 | SHALINI DAGA | A-2, SOAMI NAGAR, NEW DELHI - 110017 | 10,000 | Public | No |
| 11 | BAL KISHAN ATAL | 1610, MADARSA ROAD, KASHMERE GATE, DELHI - 110006 | 10,000 | Public | No |
| 12 | RAJNI ATAL | 1610, MADARSA ROAD, KASHMERE GATE, DELHI - 110006 | 10,000 | Public | No |
| 13 | MUKESH ATAL | 1610, MADARSA ROAD, KASHMERE GATE, DELHI - 110006 | 10,000 | Public | No |
| 14 | KARUNA ATAL | 1610, MADARSA ROAD, KASHMERE GATE, DELHI - 110006 | 10,000 | Public | No |
| 15 | DEEPAK RATHI | 29 SADHNA ENCLAVE, MALVIYA NAGAR, NEW DELHI-110017 | 32000 | Public | No |
| 16 | DEEPAK RATHI HUF | 29 SADHNA ENCLAVE, MALVIYA NAGAR, NEW DELHI-110017 | 32500 | Public | No |
| 17 | HARIKISHAN RATHI HUF | 29 SADHNA ENCLAVE, MALVIYA NAGAR, NEW DELHI-110017 | 34500 | Public | No |

| Sr. No | Name of the proposed Allottes | Address of the Proposed Allottes | No of equity shares to be allotted | Category | Allottee is : QIB/MF/FI /Trust/ Banks |
|---------------|--------------------------------------|---|---|-----------------|--|
| 18 | DHANANJAY RATHI HUF | 29 SADHNA ENCLAVE, MALVIYA NAGAR, NEW DELHI-110017 | 33000 | Public | No |
| 19 | RAKHI RATHI | 29 SADHNA ENCLAVE, MALVIYA NAGAR, NEW DELHI-110017 | 35500 | Public | No |
| 20 | KSHITIJ RATHI HUF | 29 SADHNA ENCLAVE, MALVIYA NAGAR, NEW DELHI- 110017 | 34000 | Public | No |
| 21 | VIJAY PRAKASH NANDRAJOG | 9, SANSKRITI, KHASRA NO 301/1 & 301/2, NEAR TANYA GARDEN,SATBARI, NEW DELHI - 110030 | 20,000 | Public | No |
| 22 | GARIMA JAIN | 25, FRIENDS COLONY (WEST), NEW DELHI - 110065 | 20,000 | Public | No |
| 23 | KALA RATHI | 28 SADHNA ENCLAVE NEW DELHI - 110017 | 20,000 | Public | No |
| 24 | ASHITA RATHI | 28 SADHNA ENCLAVE NEW DELHI - 110017 | 20,000 | Public | No |
| 25 | BRIJ BHUSHAN SINGAL | W-29 GREATER KAILASH PART II NEW DELHI- 110048 | 47500 | Public | No |
| 26 | NEERAJ SINGAL | W-29 GREATER KAILASH PART II NEW DELHI- 110048 | 48000 | Public | No |
| 27 | RITU SINGAL | W-29 GREATER KAILASH PART II NEW DELHI- 110048 | 47000 | Public | No |
| 28 | UMA SINGAL | W-29 GREATER KAILASH PART II NEW DELHI- 110048 | 30000 | Public | No |
| 29 | BRIJ BHUSHAN SINGAL - HUF | W-29 GREATER KAILASH PART II NEW DELHI- 110048 | 15000 | Public | No |
| 30 | NEERAJ SINGHAL - HUF | W-29 GREATER KAILASH PART II NEW DELHI- 110048 | 15000 | Public | No |

| Sr. No | Name of the proposed Allottes | Address of the Proposed Allottes | No of equity shares to be allotted | Category | Allottee is : QIB/MF/FI /Trust/ Banks |
|---------------|---------------------------------------|--|---|-----------------|--|
| 31 | AMIT H. MUNOT HUF | FLAT NO.-601, 6 TH FLOOR E WING, AGARWAL RESIDENCY SHANKAR LANE KANDIVALI (W) | 20000 | Public | No |
| 32 | HUKUMRAJ HERAKRAJ MUNOT HUF | FLAT NO.-601, 6 TH FLOOR E WING, AGARWAL RESIDENCY SHANKAR LANE KANDIVALI (W) | 20000 | Public | No |
| 33 | ASHOK B JIWRAJKA | 301, KRISHNAKUNJ, PLOT NO. 170, ROAD NO. 5 SHIVAJI PARK, MUMBAI, 400016, | 20000 | Public | No |
| 34 | DILIP B JIWRAJKA | 6TH FLOOR, BAY VIEW A G KHAN ROAD WORLI SEA FACE ROAD, WORLI MUMBAI 400018 | 20000 | Public | No |
| 35 | SURENDRA B JIWRAJKA | 901, PALM BEACH APTS SIR POCHKHANWALA ROAD WORLI SEA FACE, WORLI MUMBAI 400025 | 20000 | Public | No |
| 36 | GITA AGARWAL | 1101 PALAZZO 15TH ROAD OFF KHAR BANDRA NEAR B.R. FILMS SANTACRUZ (W) MUMBAI 400054 | 20000 | Public | No |
| 37 | NITIN KUMAR DIDWANIYA | 172, KSHITIJ,, 47, NEPEANSEA ROAD,, MUMBAI, 400036 | 40000 | Public | No |
| 38 | AMRESH A MODY / AMITA A MODY | 502, AVANTI, HARIDAS NAGAR,SIMPOLI ROAD, BORIVALI - [W],MUMBAI - 400092 | 20000 | Public | No |
| 39 | BHAVIN MEHTA / VIJAY R. SHAH | A 38 ARYAMAN BUNGLOWS, RLY CROSSING, THALTE ,SHILAJ ROAD, SHILAJ AHMEDABAD – 380059,/ A- 9, Muktidham Society,Motera Road,Sabarmati, Ahmeadbab - 380 005 | 20000 | Public | No |
| 40 | RAMGOPAL AGARWAL / SUMAN DEVI AGARWAL | A-3,SEC-17,GAUTAM BUDH NAGAR,NOIDAU.P. | 20000 | Public | No |

| Sr. No | Name of the proposed Allottes | Address of the Proposed Allottes | No of equity shares to be allotted | Category | Allottee is : QIB/MF/FI /Trust/ Banks |
|---------------|--------------------------------------|--|---|-----------------|--|
| 41 | G.M. PRASANNAKUMAR | GEM HOUSE,MAIN ROAD,BHEEMASAMUDRA , CHITRADURGA - 577520 | 12,000 | Public | No |
| 42 | G.M. PRASANNAKUMAR HUF | GEM HOUSE,MAIN ROAD,BHEEMASAMUDRA , CHITRADURGA - 577520 | 16000 | Public | No |
| 43 | SHEELA PRASANNAKUMAR | GEM HOUSE,MAIN ROAD, BHEEMASAMUDRA, CHITRADURGA - 577520 | 12000 | Public | No |
| 44 | G.M. ANITHKUMAR HUF | GEM HOUSE,MAIN ROAD,BHEEMASAMUDRA , CHITRADURGA - 577520 | 12000 | Public | No |
| 45 | VEENA LINGARAJU | GEM HOUSE,MAIN ROAD,BHEEMASAMUDRA CHITRADURGA - 577520 | 12000 | Public | No |
| 46 | G.M. LINGARAJU HUF | GEM HOUSE,MAIN ROAD,BHEEMASAMUDRA CHITRADURGA - 577520 | 12000 | Public | No |
| 47 | G.M. LINGARAJU | GEM HOUSE,MAIN ROAD,BHEEMASAMUDRA CHITRADURGA - 577520 | 16000 | Public | No |
| 48 | G.M. ANITHKUMAR | GEM HOUSE,MAIN ROAD,BHEEMASAMUDRA CHITRADURGA - 577520 | 16000 | Public | No |
| 49 | SAVITHA G.A. | GEM HOUSE,MAIN ROAD, BHEEMASAMUDRA, CHITRADURGA - 577520 | 12000 | Public | No |
| | Total | | 1,000,000 | | |